

DEC 29 '98

1-45 PM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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WASHINGTON, D.C.

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 29, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Equipment Trust Agreement Supplement No. 1, dated December 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement previously filed with the Board under Recordation Number 21765.

The names and addresses of the parties to the enclosed document are:

Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Company: Triple Crown Services Company
6920 Pointe Inverness Way, Suite 300
Fort Wayne, Indiana 48604

Guarantor: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to the Equipment Trust Agreement.

Mr. Vernon A. Williams
December 29, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1

Dated December 30, 1998

Among

RECORDATION NO. 21265-A FILED

THE FIRST NATIONAL BANK OF MARYLAND, DEC 29 '98

1-45 PM

as Trustee,

TRIPLE CROWN SERVICES COMPANY,
the Company

and

NORFOLK SOUTHERN RAILWAY COMPANY
as Guarantor

375 Mark V Highway/Rail Trailers
50 Mark V Model Bogies

CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 TO THE EQUIPMENT TRUST AGREEMENT, DATED AS OF NOVEMBER 2, 1998, AMONG THE FIRST NATIONAL BANK OF MARYLAND, AS TRUSTEE, TRIPLE CROWN SERVICES COMPANY, AS LESSEE, AND NORFOLK SOUTHERN RAILWAY COMPANY, AS GUARANTOR, HAS BEEN ASSIGNED TO AND IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF THE FIRST NATIONAL BANK OF MARYLAND, AS TRUSTEE UNDER THE EQUIPMENT TRUST AGREEMENT, AS NOW OR HEREAFTER SUPPLEMENTED, FOR THE BENEFIT OF THE HOLDER OF THE CERTIFICATES REFERRED TO IN SUCH EQUIPMENT TRUST AGREEMENT. THIS EQUIPMENT TRUST SUPPLEMENT NO. 1 HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL COUNTERPART THAT CONTAINS THE RECEIPT THEREFORE EXECUTED BY THE FIRST NATIONAL BANK OF MARYLAND, AS TRUSTEE, ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE FIRST NATIONAL BANK OF MARYLAND, AS TRUSTEE, ON THE SIGNATURE PAGES THEREOF.

Filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301(a) on December __, 1998
at __: __.m., recordation number ____.

This EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 (this "Supplement"), dated December 30, 1998 among THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, as Trustee ("the Trustee") under that certain Equipment Trust Agreement, dated as of July 2, 1998 (the "Trust Agreement") with TRIPLE CROWN SERVICES COMPANY, a general partnership formed under the laws of Delaware (the "Company"), and NORFOLK SOUTHERN RAILWAY CORPORATION, a Virginia corporation, as Guarantor (the "Guarantor").

W I T N E S S E T H :

WHEREAS, the Company, the Guarantor and the Trustee have heretofore entered into the Trust Agreement, and the Company and the Guarantor have entered into a Purchase Agreement with the holder of the Certificates, each dated as of July 2, 1998 (capitalized terms used herein having the respective meanings set forth in Section 1.1 to the Equipment Trust Agreement referenced above, unless otherwise defined herein);

WHEREAS, the Trust Agreement and Purchase Agreement provide that, on each Closing Date, the Company shall cause to be delivered to the Trustee a bill of sale dated such date by which the Equipment is conveyed, assigned, set over, sold and delivered to the Trustee, the Trustee shall purchase and accept the Equipment to be conveyed on such Closing Date, and said bill of sale shall have been delivered by the Company and accepted by the Trustee on the Closing Date, which is occurring on the date first above written; and

WHEREAS, in order to subject the Equipment delivered on this date to the terms of the Trust Agreement, the parties are entering into this Equipment Trust Agreement Supplement No. 1.

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the Company, the Guarantor and the Trustee hereby agree as follows:

1. The Trustee hereby accepts the Equipment listed on Schedule I hereto, and the Company hereby accepts the lease of the Equipment from the Trustee as provided in the Trust Agreement.
2. The date of delivery and acceptance of such Equipment is the date of this Supplement set forth in the opening paragraph hereof.
3. The aggregate cost of the items of Equipment covered hereby is \$9,089,791 and the amounts comprising such Cost and the Cost of each unit of Equipment leased are hereby set forth on Schedule I hereto.
4. The amortization schedule for the items of Equipment covered hereby is set forth in Schedule II hereto.

5. The form of Trust Certificate for the aggregate Cost of the items of Equipment covered hereby is set forth on Exhibit A hereto.

6. The Company confirms its agreement, in accordance with the terms of the Trust Agreement as hereby supplemented, to pay the Trustee for each unit of Equipment leased hereunder all rental payments as provided for therein

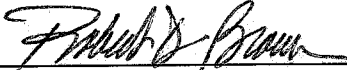
7. As security for the prompt payment of the Trustee of all amounts now due and payable to the Holder from the Trustee under the Trust Agreement, and for the performance by the Trustee of its obligations hereunder and thereunder, the Trustee hereby confirms that it has created a security interest in, to and for the benefit of the Holder from time to time of all Certificates outstanding without priority of any one such Certificate over any other, and upon the trusts and subject to the covenants and conditions set forth in the Trust Agreement, in the Trust Estate, which now specifically includes (i) the Equipment listed on Schedule I hereto and (ii) this Supplement.

8. All of the provisions of the Trust Agreement are hereby incorporated by reference in this document to the same extent as if fully set forth herein.

9. This Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company, the Guarantor and the Trustee have caused this Supplement to be executed on the date and year set forth in the opening paragraph hereof.

THE FIRST NATIONAL BANK
OF MARYLAND, as Trustee

By: 
Name: Robert D. Brown
Title: Vice President

Executed on December __, 1998.

TRIPLE CROWN SERVICES
COMPANY,

By: _____
Name: Timothy D. Minnich
Title: Vice President - Finance

Executed on December __, 1998.


NORFOLK SOUTHERN RAILWAY
COMPANY,

By: _____
Name: William J. Romig
Title: Vice President

Executed on December __, 1998.

Receipt of this original counterpart of the foregoing Supplement is hereby acknowledged on this __ day of December, 1998.

THE FIRST NATIONAL BANK
OF MARYLAND, as Trustee

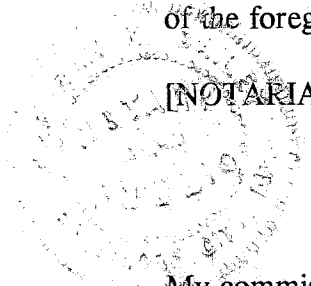
By: 
Name: Robert D. Brown
Title: Vice President

Executed on December __, 1998.

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this ____ day of December, 1998, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Vice President of The First National Bank of Maryland, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]


Deborah K. Bailey
Notary Public

My commission expires:

MY COMMISSION EXPIRES 4/13/02

IN WITNESS WHEREOF, the Company, the Guarantor and the Trustee have caused this Supplement to be executed on the date and year set forth in the opening paragraph hereof.

THE FIRST NATIONAL BANK
OF MARYLAND, as Trustee

By: _____
Name: Robert D. Brown
Title: Vice President

Executed on December __, 1998.

TRIPLE CROWN SERVICES
COMPANY,

By: Timothy D. Minnich
Name: Timothy D. Minnich
Title: Vice President - Finance

Executed on December 30, 1998.

NORFOLK SOUTHERN RAILWAY
COMPANY,

By: _____
Name: William J. Romig
Title: Vice President

Executed on December __, 1998.

Receipt of this original counterpart of the foregoing Supplement is hereby acknowledged on this __ day of December, 1998.

THE FIRST NATIONAL BANK
OF MARYLAND, as Trustee

By: _____
Name: Robert D. Brown
Title: Vice President

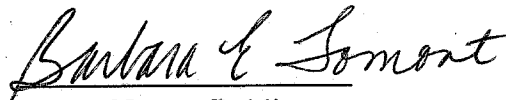
Executed on December __, 1998.

STATE OF INDIANA)
) SS.:
COUNTY OF ALLEN)

On this 30 day of December, 1998, before me personally appeared Timothy D. Minnich, to me personally known, who, by me being duly sworn, says that he is a Vice President of Triple Crown Services Company, and that the foregoing instrument was signed on behalf of said partnership by authority of its Management Committee, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

[NOTARIAL SEAL]

My commission expires:


Notary Public

BARBARA E LOMONT
NOTARY PUBLIC STATE OF INDIANA
ALLEN COUNTY
MY COMMISSION EXP. APR. 16, 2008

IN WITNESS WHEREOF, the Company, the Guarantor and the Trustee have caused this Supplement to be executed on the date and year set forth in the opening paragraph hereof.

THE FIRST NATIONAL BANK
OF MARYLAND, as Trustee

By: _____
Name: Robert D. Brown
Title: Vice President

Executed on December __, 1998.

TRIPLE CROWN SERVICES
COMPANY,

By: _____
Name: Timothy D. Minnich
Title: Vice President - Finance

Executed on December __, 1998.

NORFOLK SOUTHERN RAILWAY
COMPANY,

By: William J. Romig
Name: William J. Romig
Title: Vice President

Executed on December __, 1998.

Receipt of this original counterpart of the foregoing Supplement is hereby acknowledged on this __ day of December, 1998.

THE FIRST NATIONAL BANK
OF MARYLAND, as Trustee

By: _____
Name: Robert D. Brown
Title: Vice President

Executed on December __, 1998.

COMMONWEALTH OF VIRGINIA)

) SS.:

)

On this 28th day of December, 1998, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carole K. Johnson
Notary Public

My commission expires:

My Commission Expires May 31, 2002

SCHEDULE I
TO
EQUIPMENT TRUST
AGREEMENT SUPPLEMENT NO. 1

Description

Identifying Numbers

375 Mark V Highway/Rail Trailers ("RoadRailers")
Builder: Wabash National Corporation (RoadRailer Division)

SEE ATTACHED LIST

50 Mark V Model Bogies ("Model Bogies")
Builder: Wabash National Corporation (RoadRailer Division)

SEE ATTACHED LIST

SCHEDULE I

TRIPLE CROWN SERVICES COMPANY
EQUIPMENT LISTING . TRUST SERIES 9804
GUARANTEED BY NORFOLK SOUTHERN RAILWAY CORPORATION

375 COMPOSITE TRAILERS. AND 50 BOGIES
MAXIMUM AGGREGATE PRINCIPAL \$9,078,591.25

YEAR	MAKE	SERIAL #	PC #	TRAILER #	DATE TRAILER REC'D	TRAILER VALUE
1998	WABASH	505359	12276	466255	11/13/98	21,976.11
1998	WABASH	505384	12276	466267	10/18/98	21,976.11
1998	WABASH	505381	12276	466284	11/07/98	21,976.11
1998	WABASH	505387	12276	466290	10/21/98	21,976.11
1998	WABASH	505392	12276	466295	10/24/98	21,976.11
1998	WABASH	505395	12276	466298	10/21/98	21,976.11
1998	WABASH	505397	12276	466300	10/27/98	21,976.11
1998	WABASH	505417	12276	466320	11/05/98	21,976.11
1998	WABASH	505431	12276	466334	10/18/98	21,976.11
1998	WABASH	505433	12276	466335	10/19/98	21,976.11
1998	WABASH	505452	12276	466355	11/01/98	21,976.11
1998	WABASH	505462	12276	466365	10/31/98	21,976.11
1998	WABASH	505465	12276	466368	11/07/98	21,976.11
1998	WABASH	505466	12276	466369	11/13/98	21,976.11
1998	WABASH	505469	12276	466372	10/31/98	21,976.11
1998	WABASH	505483	12276	466386	10/31/98	21,976.11
1998	WABASH	505489	12276	466392	10/24/98	21,976.11
1998	WABASH	505519	12276	466422	10/24/98	21,976.11
1998	WABASH	505547	12276	466450	10/31/98	21,976.11
1998	WABASH	505551	12276	466454	10/31/98	21,976.11
1998	WABASH	505568	12276	466471	10/20/98	21,976.11
1998	WABASH	505569	12276	466472	10/21/98	21,976.11
1998	WABASH	505570	12276	466473	10/23/98	21,976.11
1998	WABASH	505571	12276	466474	10/21/98	21,976.11
1998	WABASH	505573	12276	466476	10/18/98	21,976.11
1998	WABASH	505578	12276	466479	10/24/98	21,976.11
1998	WABASH	505578	12276	466481	11/06/98	21,976.11
1998	WABASH	505585	12276	466488	10/21/98	21,976.11
1998	WABASH	505588	12276	466491	10/19/98	21,976.11
1998	WABASH	524020	12806	466495	10/29/98	21,976.11
1998	WABASH	524022	12806	466497	10/24/98	21,976.11
1998	WABASH	524028	12806	466503	10/20/98	21,976.11
1998	WABASH	524041	12806	466516	10/19/98	21,976.11
1998	WABASH	524052	12806	466527	11/21/98	21,976.11
1998	WABASH	524067	12806	466542	10/18/98	21,976.11
1998	WABASH	524086	12806	466561	10/25/98	21,976.11
1998	WABASH	524089	12806	466564	10/04/98	21,976.11
1998	WABASH	524090	12806	466565	10/17/98	21,976.11
1998	WABASH	524091	12806	466566	10/17/98	21,976.11
1998	WABASH	524092	12806	466567	10/17/98	21,976.11
1998	WABASH	524093	12806	466568	10/27/98	21,976.11
1998	WABASH	524094	12806	466569	10/09/98	21,976.11
1998	WABASH	524095	12806	466570	11/06/98	21,976.11
1998	WABASH	524096	12806	466571	10/21/98	21,976.11
1998	WABASH	524097	12806	466572	10/21/98	21,976.11
1998	WABASH	524098	12806	466573	10/21/98	21,976.11
1998	WABASH	524099	12806	466574	10/21/98	21,976.11
1998	WABASH	524100	12806	466575	12/28/98	21,976.11
1998	WABASH	524101	12806	466576	10/21/98	21,976.11
1998	WABASH	524102	12806	466577	11/05/98	21,976.11
1998	WABASH	524103	12806	466578	10/24/98	21,976.11
1998	WABASH	524104	12806	466579	10/29/98	21,976.11
1998	WABASH	524105	12806	466580	10/26/98	21,976.11
1998	WABASH	524106	12806	466581	11/05/98	21,976.11
1998	WABASH	524107	12806	466582	10/24/98	21,976.11
1998	WABASH	524108	12806	466583	10/28/98	21,976.11
1998	WABASH	524109	12806	466584	10/28/98	21,976.11
1998	WABASH	524110	12806	466585	11/05/98	21,976.11
1998	WABASH	524111	12806	466586	10/24/98	21,976.11
1998	WABASH	524112	12806	466587	10/28/98	21,976.11
1998	WABASH	524113	12806	466588	10/24/98	21,976.11

TRIPLE CROWN SERVICES COMPANY
EQUIPMENT LISTING, TRUST SERIES 9804
GUARANTEED BY NORFOLK SOUTHERN RAILWAY CORPORATION

375 COMPOSITE TRAILERS, AND 50 BOGIES
MAXIMUM AGGREGATE PRINCIPAL \$9,078,591.25

YEAR	MAKE	SERIAL #	PC #	TRAILER #	DATE TRAILER REC'D	TRAILER VALUE
1998	WABASH	524114	12806	466589	10/24/98	21,976.11
1998	WABASH	524115	12806	466590	11/05/98	21,976.11
1998	WABASH	524116	12806	466591	10/24/98	21,976.11
1998	WABASH	524117	12806	466592	11/05/98	21,976.11
1998	WABASH	524118	12806	466593	11/05/98	21,836.11
1998	WABASH	524119	12806	466594	10/21/98	21,836.11
1998	WABASH	524120	12806	466595	11/05/98	21,836.11
1998	WABASH	524121	12806	466596	10/24/98	21,836.11
1998	WABASH	524122	12806	466597	10/21/98	21,836.11
1998	WABASH	524123	12806	466598	10/22/98	21,836.11
1998	WABASH	524124	12806	466599	10/21/98	21,836.11
1998	WABASH	524125	12806	466600	10/21/98	21,836.11
1998	WABASH	524126	12806	466601	10/21/98	21,836.11
1998	WABASH	524127	12806	466602	10/29/98	21,836.11
1998	WABASH	524128	12806	466603	10/21/98	21,836.11
1998	WABASH	524129	12806	466604	11/05/98	21,836.11
1998	WABASH	524130	12806	466605	10/21/98	21,836.11
1998	WABASH	524131	12806	466606	10/29/98	21,836.11
1998	WABASH	524132	12806	466607	10/21/98	21,836.11
1998	WABASH	524133	12806	466608	10/29/98	21,836.11
1998	WABASH	524134	12806	466609	10/24/98	21,836.11
1998	WABASH	524135	12806	466610	11/05/98	21,836.11
1998	WABASH	524136	12806	466611	10/24/98	21,836.11
1998	WABASH	524137	12806	466612	10/24/98	21,836.11
1998	WABASH	524138	12806	466613	10/26/98	21,836.11
1998	WABASH	524139	12806	466614	10/25/98	21,836.11
1998	WABASH	524140	12806	466615	10/27/98	21,836.11
1998	WABASH	524141	12806	466616	11/05/98	21,836.11
1998	WABASH	524142	12806	466617	10/27/98	21,836.11
1998	WABASH	524143	12806	466618	10/25/98	21,836.11
1998	WABASH	524144	12806	466619	10/29/98	21,836.11
1998	WABASH	524145	12806	466620	11/05/98	21,836.11
1998	WABASH	524146	12806	466621	11/05/98	21,836.11
1998	WABASH	524147	12806	466622	10/28/98	21,836.11
1998	WABASH	524148	12806	466623	10/27/98	21,836.11
1998	WABASH	524149	12806	466624	10/27/98	21,836.11
1998	WABASH	524150	12806	466625	10/27/98	21,836.11
1998	WABASH	524151	12806	466626	10/27/98	21,836.11
1998	WABASH	524152	12806	466627	11/10/98	21,836.11
1998	WABASH	524153	12806	466628	10/29/98	21,836.11
1998	WABASH	524154	12806	466629	10/24/98	21,836.11
1998	WABASH	524155	12806	466630	10/27/98	21,836.11
1998	WABASH	524156	12806	466631	11/05/98	21,836.11
1998	WABASH	524157	12806	466632	10/29/98	21,836.11
1998	WABASH	524158	12806	466633	10/24/98	21,836.11
1998	WABASH	524159	12806	466634	10/28/98	21,836.11
1998	WABASH	524160	12806	466635	11/05/98	21,836.11
1998	WABASH	524161	12806	466636	10/23/98	21,836.11
1998	WABASH	524162	12806	466637	10/29/98	21,836.11
1998	WABASH	524163	12806	466638	10/28/98	21,836.11
1998	WABASH	524164	12806	466639	11/05/98	21,836.11
1998	WABASH	524165	12806	466640	11/05/98	21,836.11
1998	WABASH	524166	12806	466641	10/28/98	21,836.11
1998	WABASH	524167	12806	466642	10/24/98	21,836.11
1998	WABASH	524168	12806	466643	10/29/98	21,836.11
1998	WABASH	524169	12806	466644	10/29/98	21,836.11
1998	WABASH	524170	12806	466645	10/29/98	21,836.11
1998	WABASH	524171	12806	466646	10/29/98	21,836.11
1998	WABASH	524172	12806	466647	10/29/98	21,836.11
1998	WABASH	524173	12806	466648	10/29/98	21,836.11
1998	WABASH	524174	12806	466649	11/05/98	21,836.11

12/22/98

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TRIPLE CROWN SERVICES COMPANY
EQUIPMENT LISTING, TRUST SERIES 9804
GUARANTEED BY NORFOLK SOUTHERN RAILWAY CORPORATION

375 COMPOSITE TRAILERS, AND 50 BOGIES
MAXIMUM AGGREGATE PRINCIPAL \$9,078,591.25

YEAR	MAKE	SERIAL #	PC #	TRAILER #	DATE TRAILER REC'D	TRAILER VALUE
1998	WABASH	524175	12806	466650	10/29/98	21,836.11
1998	WABASH	524176	12806	466651	10/29/98	21,836.11
1998	WABASH	524177	12806	466652	11/05/98	21,836.11
1998	WABASH	524178	12806	466653	10/29/98	21,836.11
1998	WABASH	524179	12806	466654	10/29/98	21,836.11
1998	WABASH	524180	12806	466655	10/29/98	21,836.11
1998	WABASH	524181	12806	466656	10/29/98	21,836.11
1998	WABASH	524182	12806	466657	10/29/98	21,836.11
1998	WABASH	524183	12806	466658	10/24/98	21,836.11
1998	WABASH	524184	12806	466659	10/28/98	21,836.11
1998	WABASH	524185	12806	466660	10/28/98	21,836.11
1998	WABASH	524186	12806	466661	10/24/98	21,836.11
1998	WABASH	524187	12806	466662	11/05/98	21,836.11
1998	WABASH	524188	12806	466663	10/25/98	21,836.11
1998	WABASH	524189	12806	466664	10/28/98	21,836.11
1998	WABASH	524190	12806	466665	10/24/98	21,836.11
1998	WABASH	524191	12806	466666	12/06/98	21,836.11
1998	WABASH	524192	12806	466667	12/17/98	21,836.11
1998	WABASH	524193	12806	466668	12/10/98	21,836.11
1998	WABASH	524194	12806	466669	12/11/98	21,836.11
1998	WABASH	524195	12806	466670	11/22/98	21,836.11
1998	WABASH	524196	12806	466671	11/25/98	21,836.11
1998	WABASH	524197	12806	466672	11/22/98	21,836.11
1998	WABASH	524198	12806	466673	11/24/98	21,836.11
1998	WABASH	524199	12806	466674	11/19/98	21,836.11
1998	WABASH	524200	12806	466675	12/04/98	21,836.11
1998	WABASH	524201	12806	466676	11/20/98	21,836.11
1998	WABASH	524202	12806	466677	11/25/98	21,836.11
1998	WABASH	524203	12806	466678	11/19/98	21,836.11
1998	WABASH	524204	12806	466679	12/07/98	21,836.11
1998	WABASH	524205	12806	466680	11/20/98	21,836.11
1998	WABASH	524206	12806	466681	12/01/98	21,836.11
1998	WABASH	524207	12806	466682	11/20/98	21,836.11
1998	WABASH	524208	12806	466683	11/19/98	21,836.11
1998	WABASH	524209	12806	466684	12/07/98	21,836.11
1998	WABASH	524210	12806	466685	11/19/98	21,836.11
1998	WABASH	524211	12806	466686	12/01/98	21,836.11
1998	WABASH	524212	12806	466687	11/19/98	21,836.11
1998	WABASH	524213	12806	466688	12/02/98	21,836.11
1998	WABASH	524214	12806	466689	12/10/98	21,836.11
1998	WABASH	524215	12806	466690	12/04/98	21,836.11
1998	WABASH	524216	12806	466691	11/25/98	21,836.11
1998	WABASH	524217	12806	466692	12/11/98	21,836.11
1998	WABASH	524218	12806	466693	12/28/98	21,836.11
1998	WABASH	524219	12806	466694	11/23/98	21,836.11
1998	WABASH	524220	12806	466695	11/25/98	21,836.11
1998	WABASH	524221	12806	466696	12/11/98	21,836.11
1998	WABASH	524222	12806	466697	11/25/98	21,836.11
1998	WABASH	524223	12806	466698	12/11/98	21,836.11
1998	WABASH	524224	12806	466699	12/10/98	21,836.11
1998	WABASH	524225	12806	466700	12/06/98	21,836.11
1998	WABASH	524226	12806	466701	12/15/98	21,836.11
1998	WABASH	524227	12806	466702	11/25/98	21,836.11
1998	WABASH	524228	12806	466703	12/03/98	21,836.11
1998	WABASH	524229	12806	466704	11/25/98	21,836.11
1998	WABASH	524230	12806	466705	12/03/98	21,836.11
1998	WABASH	524231	12806	466706	11/25/98	21,836.11
1998	WABASH	524232	12806	466707	11/19/98	21,836.11
1998	WABASH	524233	12806	466708	11/19/98	21,836.11
1998	WABASH	524234	12806	466709	11/19/98	21,836.11
1998	WABASH	524235	12806	466710	11/24/98	21,836.11

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YEAR	MAKE	SERIAL #	PC #	TRAILER #	DATE TRAILER REC'D	TRAILER VALUE
1998	WABASH	524235	12806	466711	11/19/98	21,836.11
1998	WABASH	524237	12806	466712	12/11/98	21,836.11
1998	WABASH	524238	12806	466713	11/24/98	21,836.11
1998	WABASH	524239	12806	466714	12/03/98	21,836.11
1998	WABASH	524240	12806	466715	11/24/98	21,836.11
1998	WABASH	524241	12806	466716	11/20/98	21,836.11
1998	WABASH	524242	12806	466717	11/23/98	21,836.11
1998	WABASH	524243	12806	466718	11/25/98	21,836.11
1998	WABASH	524244	12806	466719	11/27/98	21,836.11
1998	WABASH	524245	12806	466720	11/27/98	21,836.11
1998	WABASH	524246	12806	466721	11/24/98	21,836.11
1998	WABASH	524247	12806	466722	11/27/98	21,836.11
1998	WABASH	524248	12806	466723	11/22/98	21,836.11
1998	WABASH	524249	12806	466724	11/23/98	21,836.11
1998	WABASH	524250	12806	466725	12/03/98	21,836.11
1998	WABASH	524251	12806	466726	11/24/98	21,836.11
1998	WABASH	524252	12806	466727	11/27/98	21,836.11
1998	WABASH	524253	12806	466728	11/29/98	21,836.11
1998	WABASH	524254	12806	466729	11/19/98	21,836.11
1998	WABASH	524255	12806	466730	11/19/98	21,836.11
1998	WABASH	524258	12806	466731	12/04/98	21,836.11
1998	WABASH	524257	12806	466732	11/27/98	21,836.11
1998	WABASH	524258	12806	466733	11/29/98	21,836.11
1998	WABASH	524259	12806	466734	11/19/98	21,836.11
1998	WABASH	524260	12806	466735	11/19/98	21,836.11
1998	WABASH	524261	12806	466736	11/21/98	21,836.11
1998	WABASH	524262	12806	466737	11/19/98	21,836.11
1998	WABASH	524263	12806	466738	12/04/98	21,836.11
1998	WABASH	524264	12806	466739	11/20/98	21,836.11
1998	WABASH	524265	12806	466740	12/05/98	21,836.11
1998	WABASH	524266	12806	466741	12/04/98	21,836.11
1998	WABASH	524267	12806	466742	11/22/98	21,836.11
1998	WABASH	524268	12806	466743	11/19/98	21,836.11
1998	WABASH	524269	12806	466744	11/19/98	21,836.11
1998	WABASH	524270	12806	466745	11/28/98	21,836.11
1998	WABASH	524271	12806	466746	11/19/98	21,836.11
1998	WABASH	524272	12806	466747	11/20/98	21,836.11
1998	WABASH	524273	12806	466748	11/22/98	21,836.11
1998	WABASH	524274	12806	466749	12/11/98	21,836.11
1998	WABASH	524275	12806	466750	11/23/98	21,836.11
1998	WABASH	524276	12806	466751	11/18/98	21,836.11
1998	WABASH	524277	12806	466752	12/11/98	21,836.11
1998	WABASH	524278	12806	466753	11/19/98	21,836.11
1998	WABASH	524279	12806	466754	11/19/98	21,836.11
1998	WABASH	524280	12806	466755	11/23/98	21,836.11
1998	WABASH	524281	12806	466756	11/25/98	21,836.11
1998	WABASH	524282	12806	466757	11/19/98	21,836.11
1998	WABASH	524283	12806	466758	11/27/98	21,836.11
1998	WABASH	524284	12806	466759	11/28/98	21,836.11
1998	WABASH	524285	12806	466760	11/28/98	21,836.11
1998	WABASH	524286	12806	466761	11/28/98	21,836.11
1998	WABASH	524287	12806	466762	11/19/98	21,836.11
1998	WABASH	524288	12806	466763	11/22/98	21,836.11
1998	WABASH	524289	12806	466764	12/11/98	21,836.11
1998	WABASH	524290	12806	466765	11/21/98	21,836.11
1998	WABASH	524291	12806	466766	11/27/98	21,836.11
1998	WABASH	524292	12806	466767	11/23/98	21,836.11
1998	WABASH	524293	12806	466768	11/22/98	21,836.11
1998	WABASH	524294	12806	466769	11/27/98	21,836.11
1998	WABASH	524295	12806	466770	11/23/98	21,836.11
1998	WABASH	524296	12806	466771	11/23/98	21,836.11

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1998	WABASH	524297	12806	466772	11/23/98	21,976.11
1998	WABASH	524298	12806	466773	11/23/98	21,976.11
1998	WABASH	524299	12806	466774	11/23/98	21,976.11
1998	WABASH	524300	12806	466775	11/19/98	21,976.11
1998	WABASH	524301	12806	466776	12/05/98	21,976.11
1998	WABASH	524302	12806	466777	11/25/98	21,976.11
1998	WABASH	524303	12806	466778	11/23/98	21,976.11
1998	WABASH	524304	12806	466779	12/05/98	21,976.11
1998	WABASH	524305	12806	466780	12/03/98	21,976.11
1998	WABASH	524306	12806	466781	12/11/98	21,976.11
1998	WABASH	524307	12806	466782	12/12/98	21,976.11
1998	WABASH	524308	12806	466783	12/06/98	21,976.11
1998	WABASH	524309	12806	466784	12/03/98	21,976.11
1998	WABASH	524310	12806	466785	12/11/98	21,976.11
1998	WABASH	524311	12806	466786	12/12/98	21,976.11
1998	WABASH	524312	12806	466787	12/01/98	21,976.11
1998	WABASH	524313	12806	466788	12/07/98	21,976.11
1998	WABASH	524314	12806	466789	11/23/98	21,976.11
1998	WABASH	524315	12806	466790	12/11/98	21,976.11
1998	WABASH	524316	12806	466791	11/23/98	21,976.11
1998	WABASH	524317	12806	466792	12/08/98	21,976.11
1998	WABASH	524318	12806	466793	12/02/98	21,976.11
1998	WABASH	524319	12806	466794	12/05/98	21,976.11
1998	WABASH	524320	12806	466795	12/03/98	21,976.11
1998	WABASH	524321	12806	466796	12/12/98	21,976.11
1998	WABASH	524322	12806	466797	12/12/98	21,976.11
1998	WABASH	524323	12806	466798	12/07/98	21,976.11
1998	WABASH	524324	12806	466799	11/25/98	21,976.11
1998	WABASH	524325	12806	466800	12/06/98	21,976.11
1998	WABASH	524326	12806	466801	11/25/98	21,976.11
1998	WABASH	524327	12806	466802	12/22/98	21,976.11
1998	WABASH	524328	12806	466803	12/02/98	21,976.11
1998	WABASH	524329	12806	466804	11/20/98	21,976.11
1998	WABASH	524330	12806	466805	12/03/98	21,976.11
1998	WABASH	524331	12806	466806	12/01/98	21,976.11
1998	WABASH	524332	12806	466807	11/27/98	21,976.11
1998	WABASH	524333	12806	466808	12/03/98	21,976.11
1998	WABASH	524334	12806	466809	11/27/98	21,976.11
1998	WABASH	524335	12806	466810	11/28/98	21,976.11
1998	WABASH	524336	12806	466811	11/25/98	21,976.11
1998	WABASH	524337	12806	466812	11/24/98	21,976.11
1998	WABASH	524338	12806	466813	11/25/98	21,976.11
1998	WABASH	524339	12806	466814	11/25/98	21,976.11
1998	WABASH	524340	12806	466815	11/25/98	21,976.11
1998	WABASH	524341	12806	466816	12/11/98	21,976.11
1998	WABASH	524342	12806	466817	11/25/98	21,976.11
1998	WABASH	524343	12806	466818	12/04/98	21,976.11
1998	WABASH	524344	12806	466819	12/03/98	21,976.11
1998	WABASH	524345	12806	466820	11/25/98	21,976.11
1998	WABASH	524346	12806	466821	12/03/98	21,976.11
1998	WABASH	524347	12806	466822	11/23/98	21,976.11
1998	WABASH	524348	12806	466823	12/07/98	21,976.11
1998	WABASH	524349	12806	466824	12/11/98	21,976.11
1998	WABASH	524350	12806	466825	12/11/98	21,976.11
1998	WABASH	524351	12806	466826	12/06/98	21,976.11
1998	WABASH	524352	12806	466827	12/07/98	21,976.11
1998	WABASH	524353	12806	466828	12/07/98	21,976.11
1998	WABASH	524354	12806	466829	12/03/98	21,976.11
1998	WABASH	524355	12806	466830	12/04/98	21,976.11
1998	WABASH	524356	12806	466831	12/05/98	21,976.11
1998	WABASH	524357	12806	466832	12/05/98	21,976.11

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YEAR	MAKE	SERIAL #	PC #	TRAILER #	DATE TRAILER REC'D	TRAILER VALUE
1998	WABASH	524358	12806	466839	12/04/98	21,976.11
1998	WABASH	524359	12806	466834	12/28/98	21,976.11
1998	WABASH	524360	12806	466835	12/05/98	21,976.11
1998	WABASH	524361	12806	466836	12/08/98	21,976.11
1998	WABASH	524362	12806	466837	12/02/98	21,976.11
1998	WABASH	524363	12806	466838	12/13/98	21,976.11
1998	WABASH	524364	12806	466839	12/02/98	21,976.11
1998	WABASH	524365	12806	466840	12/08/98	21,976.11
1998	WABASH	524366	12806	466841	12/05/98	21,976.11
1998	WABASH	524367	12806	466842	12/02/98	21,976.11
1998	WABASH	524368	12806	466843	12/28/98	21,976.11
1998	WABASH	524369	12806	466844	12/03/98	21,976.11
1998	WABASH	524370	12806	466845	12/15/98	21,976.11
1998	WABASH	524371	12806	466846	12/12/98	21,976.11
1998	WABASH	524372	12806	466847	12/18/98	21,976.11
1998	WABASH	524373	12806	466848	12/02/98	21,976.11
1998	WABASH	524374	12806	466849	12/28/98	21,976.11
1998	WABASH	524375	12806	466850	12/03/98	21,976.11
1998	WABASH	524376	12806	466851	12/11/98	21,976.11
1998	WABASH	524377	12806	466852	12/12/98	21,976.11
1998	WABASH	524378	12806	466853	12/11/98	21,976.11
1998	WABASH	524379	12806	466854	12/07/98	21,976.11
1998	WABASH	524380	12806	466855	12/13/98	21,976.11
1998	WABASH	524381	12806	466856	12/28/98	21,976.11
1998	WABASH	524382	12806	466857	12/15/98	21,976.11
1998	WABASH	524383	12806	466858	12/15/98	21,976.11
1998	WABASH	524384	12806	466859	12/15/98	21,976.11
1998	WABASH	524385	12806	466860	12/11/98	21,976.11
1998	WABASH	524386	12806	466861	12/15/98	21,976.11
1998	WABASH	524387	12806	466862	12/15/98	21,976.11
1998	WABASH	524388	12806	466863	12/17/98	21,976.11
1998	WABASH	524389	12806	466864	12/22/98	21,976.11
1998	WABASH	524390	12806	466865	12/19/98	21,976.11
1998	WABASH	524391	12806	466866	12/22/98	21,976.11
1998	WABASH	524392	12806	466867	12/15/98	21,976.11
1998	WABASH	524393	12806	466868	12/15/98	21,976.11
1998	WABASH	524394	12806	466869	12/28/98	21,976.11
1998	WABASH	524395	12806	466870	12/15/98	21,976.11
1998	WABASH	524396	12806	466871	12/15/98	21,976.11
1998	WABASH	524397	12806	466872	12/15/98	21,976.11
1998	WABASH	524398	12806	466873	12/14/98	21,976.11
1998	WABASH	524399	12806	466874	12/17/98	21,976.11
1998	WABASH	524400	12806	466875	12/14/98	21,976.11
1998	WABASH	524401	12806	466876	12/19/98	21,976.11
1998	WABASH	524402	12806	466877	12/18/98	21,976.11
1998	WABASH	524403	12806	466878	12/15/98	21,976.11
1998	WABASH	524404	12806	466879	12/15/98	21,976.11
1998	WABASH	524405	12806	466880	12/18/98	21,976.11
1998	WABASH	524406	12806	466881	12/22/98	21,976.11
1998	WABASH	524407	12806	466882	12/15/98	21,976.11
1998	WABASH	524408	12806	466883	12/19/98	21,976.11
1998	WABASH	524409	12806	466884	12/22/98	21,976.11
1998	WABASH	524410	12806	466885	12/15/98	21,976.11
1998	WABASH	524411	12806	466886	12/15/98	21,976.11
1998	WABASH	524412	12806	466887	12/22/98	21,976.11
1998	WABASH	524413	12806	466888	12/22/98	21,976.11
1998	WABASH	524414	12806	466889	12/14/98	21,976.11
1998	WABASH	524415	12806	466890	12/18/98	21,976.11
1998	WABASH	524416	12806	466891	12/11/98	21,976.11
1998	WABASH	524417	12806	466892	12/14/98	21,976.11
1998	WABASH	524418	12806	466893	12/11/98	21,976.11

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1998	WABASH	524419	12806	466894	12/14/98	21,976.11
1998	WABASH	524420	12806	466895	12/28/98	21,976.11
1998	WABASH	524421	12806	466896	12/15/98	21,976.11
1998	WABASH	524422	12806	466897	12/12/98	21,976.11
1998	WABASH	524423	12806	466898	12/12/98	21,976.11
1998	WABASH	524424	12806	466899	12/16/98	21,976.11
1998	WABASH	524425	12806	466900	12/28/98	21,976.11
1998	WABASH	524426	12806	466901	12/14/98	21,976.11
1998	WABASH	524427	12806	466902	12/28/98	21,976.11
						<u>8,215,841.25</u>

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YEAR	MAKE	SERIAL #	PC #	BOGIE #	DATE BOGIE REC'D	BOGIE VALUE
1998	WABASH	519451	12665	6044	08/12/98	17,255.00
1998	WABASH	519452	12665	6045	08/26/98	17,255.00
1998	WABASH	519453	12665	6046	08/26/98	17,255.00
1998	WABASH	519454	12665	6047	08/26/98	17,255.00
1998	WABASH	519455	12665	6048	08/26/98	17,255.00
1998	WABASH	519456	12665	6049	08/26/98	17,255.00
1998	WABASH	519457	12665	6050	08/26/98	17,255.00
1998	WABASH	519458	12665	6051	08/26/98	17,255.00
1998	WABASH	519459	12665	6052	08/26/98	17,255.00
1998	WABASH	519460	12665	6053	08/26/98	17,255.00
1998	WABASH	519461	12665	6054	10/29/98	17,255.00
1998	WABASH	519462	12665	6055	10/29/98	17,255.00
1998	WABASH	519463	12665	6056	10/29/98	17,255.00
1998	WABASH	519464	12665	6057	10/29/98	17,255.00
1998	WABASH	519465	12665	6058	10/29/98	17,255.00
1998	WABASH	519466	12665	6059	10/29/98	17,255.00
1998	WABASH	519467	12665	6060	10/29/98	17,255.00
1998	WABASH	519468	12665	6061	10/29/98	17,255.00
1998	WABASH	519469	12665	6062	10/29/98	17,255.00
1998	WABASH	519470	12665	6063	10/29/98	17,255.00
1998	WABASH	519471	12665	6064	10/29/98	17,255.00
1998	WABASH	519472	12665	6065	10/29/98	17,255.00
1998	WABASH	519473	12665	6066	11/05/98	17,255.00
1998	WABASH	519474	12665	6067	11/05/98	17,255.00
1998	WABASH	519475	12665	6068	11/05/98	17,255.00
1998	WABASH	519476	12665	6069	11/05/98	17,255.00
1998	WABASH	519477	12665	6070	11/05/98	17,255.00
1998	WABASH	519478	12665	6071	11/05/98	17,255.00
1998	WABASH	519479	12665	6072	11/05/98	17,255.00
1998	WABASH	519480	12665	6073	11/19/98	17,255.00
1998	WABASH	519481	12665	6074	11/19/98	17,255.00
1998	WABASH	519482	12665	6075	11/19/98	17,255.00
1998	WABASH	519483	12665	6076	11/19/98	17,255.00
1998	WABASH	519484	12665	6077	11/19/98	17,255.00
1998	WABASH	519485	12665	6078	11/19/98	17,255.00
1998	WABASH	519486	12665	6079	11/19/98	17,255.00
1998	WABASH	519487	12665	6080	11/19/98	17,255.00
1998	WABASH	519488	12665	6081	11/19/98	17,255.00
1998	WABASH	519489	12665	6082	11/19/98	17,255.00
1998	WABASH	519490	12665	6083	11/19/98	17,255.00
1998	WABASH	519491	12665	6084	11/19/98	17,255.00
1998	WABASH	519492	12665	6085	12/11/98	17,255.00
1998	WABASH	519493	12665	6086	12/11/98	17,255.00
1998	WABASH	519494	12665	6087	12/11/98	17,255.00
1998	WABASH	519495	12665	6088	12/11/98	17,255.00
1998	WABASH	519496	12665	6089	12/11/98	17,255.00
1998	WABASH	519497	12665	6090	12/11/98	17,255.00
1998	WABASH	519498	12665	6091	12/11/98	17,255.00
1998	WABASH	519499	12665	6092	12/11/98	17,255.00
1998	WABASH	519500	12665	6093	12/11/98	17,255.00
				50	\$	862,750.00

SCHEDULE II
TO
EQUIPMENT TRUST
AGREEMENT SUPPLEMENT NO. 1

Triple Crown Services Company
Debt Amortization Schedule

5.76% Equipment Trust Certificates Due 2007
Series 1998 - B

<u>Date</u>	<u>Interest @ 5.76%</u>	<u>Principal Repayment</u>	<u>Total Payment</u>	<u>Outstanding Principal</u>
12/30/98	0.00			9,078,591.25
5/1/99	175,761.53		175,761.53	9,078,591.25
11/1/99	261,463.43	1,008,732.37	1,270,195.80	8,069,858.88
5/1/00	232,411.94		232,411.94	8,069,858.88
11/1/00	232,411.94	1,008,732.36	1,241,144.30	7,061,126.52
5/1/01	203,360.44		203,360.44	7,061,126.52
11/01/01	203,360.44	1,008,732.36	1,212,092.80	6,052,394.16
5/1/02	174,308.95		174,308.95	6,052,394.16
11/1/02	174,308.95	1,008,732.36	1,183,041.31	5,043,661.80
5/1/03	145,257.46		145,257.46	5,043,661.80
11/1/03	145,257.46	1,008,732.36	1,153,989.82	4,034,929.44
5/1/04	116,205.97		116,205.97	4,034,929.44
11/1/04	116,205.97	1,008,732.36	1,124,938.33	3,026,197.08
5/1/05	87,154.48		87,154.48	3,026,197.08
11/1/05	87,154.48	1,008,732.36	1,095,886.84	2,017,464.72
5/1/06	58,102.98		58,102.98	2,017,464.72
11/1/06	58,102.98	1,008,732.36	1,066,835.34	1,008,732.36
5/1/07	29,051.49		29,051.49	1,008,732.36
11/1/07	29,051.49	1,008,732.36	1,037,783.85	0.00

* Interest will accrue from the date of closing.

EXHIBIT A
TO
EQUIPMENT TRUST
AGREEMENT SUPPLEMENT NO. 1
(FORM OF TRUST CERTIFICATE)

No. R-2

\$9,078,591.25

PPN: #89673@AJ6

TRIPLE CROWN SERVICES EQUIPMENT TRUST
Series 1998-B

Equipment Trust Certificate

Total Authorized Issue \$18,203,242

The First National Bank of Maryland, as Trustee

Interest at the Rate of 5.76% Per Annum Payable
May 1 and November 1

The First National Bank of Maryland, as Trustee (hereinafter called the "Trustee") under an Equipment Trust Agreement, dated as of November 2, 1998 (hereinafter called the "Agreement"), among the Trustee, Triple Crown Services Company, a Delaware general partnership (hereinafter called the "Company"), and Norfolk Southern Railway Company, a Virginia corporation (hereinafter called the "Guarantor"), hereby certifies that STATE FARM LIFE INSURANCE COMPANY or registered assigns is entitled to an interest in the principal amount of NINE MILLION, SEVENTY-EIGHT THOUSAND, FIVE HUNDRED AND NINETY-ONE DOLLARS AND TWENTY-FIVE CENTS in Triple Crown Services Equipment Trust Series 1998-B, due and payable on or before November 1, 2007, in installments as hereinafter provided, and to interest on the amount of unpaid principal from time to time due and owing pursuant to this Certificate from the date hereof at the rate of 5.76% per annum. Interest on this Trust Certificate shall be calculated on the basis of a 360-day year of twelve 30-day months.

This Trust Certificate shall be payable as follows: principal payments shall be made in 9 consecutive equal annual installments on November 1 in each year commencing November 1, 1999, and interest at the rate of 5.76% per annum shall be payable semiannually in arrears on May 1 and November 1 in each year commencing May 1, 1999, all calculated so

that the amount of principal and interest payable on each such date shall be substantially in proportion to the amount of principal and interest set forth in respect of such date in Schedule II to the Agreement and such installments of principal shall completely amortize the principal amount of this Trust Certificate. Interest on any overdue installment of principal and interest, to the extent legally enforceable, shall be payable at the Penalty Interest Rate. Payments of installments of principal and interest shall be made by the Trustee to the registered holder hereof at the corporate trust office of the Trustee in Baltimore, Maryland, on the dates specified above, upon presentation and surrender of this Certificate to the Trustee at its corporate trust office in The City of Baltimore, State of Maryland, in such coin or currency of the United States of America as at the time of payment shall be legal tender for the payment of public and private debts, but payable only from and out of rentals or other moneys received by the Trustee and applicable to such payment under the provisions of the Agreement.

This Certificate is one of an authorized issue of Equipment Trust Certificates (herein called the "Certificates") in an aggregate principal amount not exceeding the Total Authorized Issue as set forth above, all of which are substantially similar, all issued under and subject to the terms of the Agreement, under which certain railroad equipment leased to the Company (or cash or obligations defined in the Agreement as "Permitted Investments" in lieu thereof, as provided in the Agreement) is held by the Trustee in trust for the equal and ratable benefit of the registered holders of the Certificates, to which Agreement (a copy of which is on file with the Trustee at its said office) reference is made for a full statement of the rights and obligations of the Company, the duties and immunities of the Trustee and the rights of the registered holder hereof thereunder, and to all of which the registered holder hereof, by accepting this Certificate, assents.

The Certificates are issuable as fully registered Certificates in denominations of \$100,000 or more except that smaller denominations may be issued to reflect smaller outstanding principal balances. The Certificates are exchangeable for a like aggregate principal amount of Certificates, in authorized denominations and of the same maturity, upon presentation thereof at said office of the Trustee, but only in the manner, subject to the limitations and upon payment of the charges, provided in the Agreement. The Certificates are not subject to prepayment except as provided in Section 4.7 of the Agreement.

This Certificate is transferable by the registered holder hereof in person or by duly authorized attorney on the books of the Trustee upon surrender hereof to the Trustee at its said office, accompanied by appropriate instruments of assignment and transfer, duly executed by the registered holder in person or by such attorney, in form satisfactory to the Trustee, subject to the limitations and upon payment of the charges provided in the Agreement, and thereupon a new Certificate or Certificates in authorized denominations for the same aggregate principal amount and having the same date of maturity will be issued to the transferee in exchange therefor. Prior to due presentment for registration of transfer of this Certificate, the Trustee and the Company may deem and treat the person in whose name this Certificate is registered as the absolute owner hereof for the purpose of receiving payment of principal and interest and for all other purposes and shall not be affected by any notice to the contrary.

In case of the happening of an Event of Default (as defined in the Agreement) the principal amount represented by this Certificate may be declared due and payable, as provided in the Agreement.

This Certificate shall not be deemed in any way a promise to pay of the Trustee.

This Certificate shall not be valid unless manually signed by an Authorized Officer of the Trustee.

IN WITNESS WHEREOF, the Trustee has caused this Certificate to be signed
by the manual or facsimile signature of one of its Authorized Officers.

Dated: December 30, 1998

THE FIRST NATIONAL BANK OF
MARYLAND

as Trustee,

by

Name:

Title: Authorized Officer

Triple Crown Services Company, for valuable consideration, hereby unconditionally guarantees to the registered holder of the within Certificate (Triple Crown Services Equipment Trust, Series 1998-B, PPN #89673@AJ 6, \$9,078,591.25), the prompt payment of the principal of said Certificate, and of the interest and Make-Whole Premium, if any, thereon at the rate specified in said Certificate, with interest at one percent above such interest rate on any overdue principal and on any overdue interest to the extent that such rate be legally enforceable, all in accordance with the terms of said Certificate and the Equipment Trust Agreement referred to therein.

TRIPLE CROWN SERVICES COMPANY,

by

Title:

Norfolk Southern Railway Company, for valuable consideration, hereby unconditionally guarantees to the registered holder of the within Certificate (Triple Crown Services Equipment Trust, Series 1998-B, PPN #89673@AJ 6, \$9,078,591.25), the prompt payment of the principal of said Certificate, and of the interest and Make-Whole Premium, if any, thereon at the rate specified in said Certificate, with interest at one percent above such interest rate on any overdue principal and on any overdue interest to the extent that such rate be legally enforceable, all in accordance with the terms of said Certificate and the Equipment Trust Agreement referred to therein.

NORFOLK SOUTHERN RAILWAY
COMPANY,

by

Title: